

CONRAIL®

RECORDATION NO. 18095-C FILED 1425

MAR 25 1993 10-80 AM

INTERSTATE COMMERCE COMMISSION

March 25, 1993

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Lease of Locomotives from General Motors
Corporation to Consolidated Rail Corporation

Dear Mr. Strickland:

Enclosed are an original and two originally executed counterparts of the secondary document described below. The secondary document described below is related to the primary document Lease Agreement, dated December 23, 1992 ("Lease"), between Consolidated Rail Corporation and General Motors Corporation, which was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, as recorded on January 13, 1993 at 9:50 a.m., Recordation No. 18095. All of the enclosed documents are to be recorded pursuant to Section 11303, Title 49, of the United States Code.

The enclosed secondary document is:

Lease Agreement Termination (Partial), dated as of March 25, 1993, between Consolidated Rail Corporation and General Motors Corporation.

The names and addresses of the parties to the documents are as follows:

Lease Agreement Termination (Partial)

Lessee:

Consolidated Rail Corporation
2001 Market Street
P.O. Box 41425
Philadelphia, PA 19101-1425

Consolidated Rail Corporation

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Secured Party:

General Motors Corporation
Administrative Building
9301 West 55th Street
La Grange, IL 60525

The description of the equipment covered by the aforesaid Lease Agreement Termination (Partial) is as follows:

Seven (7) General Motors Corporation Model SD60M diesel electric locomotives bearing road numbers 5508, 5531 through 5535, both inclusive, and 5537.

A fee of sixteen dollars (\$16.00) is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

Cheryl A. Cook, Esquire
Consolidated Rail Corporation
2001 Market Street
P.O. Box 41416
Philadelphia, PA 19101-1416

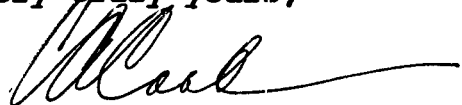
A short summary of the document to appear in the index follows:

Lease Agreement Termination (Partial): Lease Agreement Termination, dated as of February 26, 1993, between General Motors Corporation, as secured party, Administrative Building, 9301 West 55th Street, La Grange, IL 60525 and Consolidated Rail Corporation, as lessee, 2001 Market Street, P.O. Box 41425, Philadelphia, Pennsylvania 19101-1425, covering seven (7) General Motors Corporation Model SD60M diesel electric locomotives bearing road numbers 5508, 531 through 5535, both inclusive, and 5537.

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If you have any questions, please do not hesitate to
call the undersigned.

Very truly yours,



Cheryl Anne Cook
Associate General Counsel
16-A Two Commerce Square
Phila., PA 19103
(215) 209-5042
(215) 209-4819 (Fax)

/dr
Enclosure

MAR 23 1993 10:30 AM

INTERSTATE COMMERCE COMMISSION

LEASE AGREEMENT TERMINATION
(PARTIAL)

This document amends the Lease Agreement, dated December 23, 1992, ("Lease") between Consolidated Rail Corporation, ("Railroad"), a Pennsylvania corporation and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation only with respect to the locomotives 5508, 5531 through 5535, both inclusive, and 5537 (hereinafter referred to as "Terminated Equipment"). The Lease and the hereinafter described recordation with the Interstate Commerce Commission ("ICC") with respect to all locomotives, other than the Terminated Equipment (the "Remaining Locomotives"), continues in full force and effect.

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, as recorded on January 13, 1993 at 9:50am. Recordation No. 18095.

WHEREAS, the parties hereto desire to terminate and cancel the lease with respect to the Terminated Equipment and to record this termination and cancellation;

Now, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and EMD agree as follows:

1. Railroad and EMD hereby terminate and cancel the Lease, effective March 25, 1993 with respect to the Terminated Equipment.
2. The parties agree to record this Agreement with the ICC so as to release the lien against the Terminated Equipment constituted by the Lease.

3. The parties agree that the Lease and the above mentioned recordation with the ICC shall continue in full force and effect with respect to locomotives
4. This Agreement may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad and EMD have each caused this Termination Agreement to be duly executed by their authorized officers as of the day and year first above written.

CONSOLIDATED RAIL CORPORATION

By: *Thomas J. McFarlane*

Title: *Director - Financing*

**ELECTRO-MOTIVE DIVISION
GENERAL MOTORS CORPORATION**

By: *Franklin*

Title: ASSISTANT SECRETARY

State of: Illinois

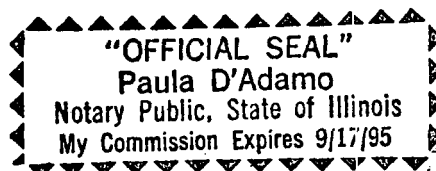
County of: Cook

On this 22 day of March, 1993, before me personally appeared Keith A. McCanless, to me personally known, who, being duly sworn, says that he is Assistant Secretary of Electro-Motive Division of General Motors Corporation, that said instrument was signed on March 22, 1993, on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Sworn to and subscribed before me
this day of March, 1993



Notary Public



COMMONWEALTH OF PENNSYLVANIA:

COUNTY OF PHILADELPHIA : ss:
:

On this 22 day of March, 1993 before me personally appeared, Thomas J. McGraw, to me personally known, who being by me duly sworn, says that he is the Director-Financing of Consolidated Rail Corporation, that said instrument was signed on March 22, 1993 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sworn to before me this
22 day of March, 1993.


Notary Public